

RECORDATION NO. 23500-B FILED

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

FEB 11 '04 10:28 AM
SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

February 10, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment, dated as of February 10, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 23500.

The names and addresses of the parties to the enclosed document are:

Assignor	Wells Fargo Bank Northwest, N.A. 79 South Main Street Salt Lake City, UT 84111
Assignee:	Banc of America Leasing & Capital, LLC 555 California Street San Francisco, CA 94104

Mr. Vernon A. Williams
February 10, 2004
Page Two

A description of the railroad equipment covered by the enclosed document
is:

300 covered hopper railcars CLSX 5500 – CLSX 5799

A short summary of the document to appear in the index follows:

Memorandum of Assignment

Also enclosed is a check in the amount of \$30.00 payable to the order
of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO.

235006 FILED

MEMORANDUM OF ASSIGNMENT
(Surface Transportation Board)

FEB 11 '04

10-28 AM

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT dated as of February 10, 2004 is between Wells Fargo Bank Northwest, National Association, not in its individual capacity, but solely as Certificate Trustee, a national banking association ("Certificate Trustee"), and Banc of America Leasing & Capital, LLC, a Delaware limited liability company ("BALCAP").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Certificate Trustee, as Obligee, has leased the Railcars under that certain Master Lease Agreement dated as of May 31, 2001 (as amended, modified, extended, supplemented, restated and/or replaced from time to time, the "Lease") to Cargill Incorporated.

B. The Lease was recorded with the Surface Transportation Board on May 31, 2001 under recordation No. 23500.

C. Certificate Trustee and BALCAP are parties to that certain Assignment, Assumption and Transfer Agreement dated February 10, 2004 pursuant to which Certificate Trustee has assigned to BALCAP all its certain rights and obligations as "Obligee" under the Lease with respect to such railcars identified on Schedule 1 attached hereto (the "Railcars").

D. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page has been intentionally left blank]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

WELLS FARGO BANK NORTHWEST, NATIONAL
ASSOCIATION, not in its individual capacity, but
solely as Certificate Trustee


By: Val T. Orton
Name: Val T. Orton
Title: Vice President

STATE OF Utah
)
) ss:
COUNTY OF Salt Lake

The foregoing Memorandum of Assignment was acknowledged before me, the undersigned
Notary Public, in the County of Salt Lake this ____ day of February, 2004 by
Val T. Orton, as Vice President of
Wells Fargo Bank Northwest, National Association, not in its individual capacity, but solely as Certificate
Trustee, a national association, on behalf of the association.

My commission expires: _____

[Notarial Seal]

Janice Bryant
Notary Public
 NOTARY PUBLIC
JANICE BRYANT
299 South Main Street, 12th Fl.
Salt Lake City, Utah 84111
My Commission Expires Sept. 14, 2005
State of Utah

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

BANC OF AMERICA LEASING & CAPITAL, LLC

By: Sonia T. Delen
Name: Sonia T. Delen
Title: Principal

CALIFORNIA ALL-PURPOSE ACKNOWLEDGEMENT

STATE OF CALIFORNIA)

COUNTY OF SAN FRANCISCO)

On February 5, 2004 before me, Susan A. Scaletti
DATE NAME, TITLE OF OFFICER - E.G., "JANE DOE, NOTARY PUBLIC"

personally appeared, Sonia T. Delen, Principal of Banc of America Leasing & Capital, LLC
personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are
subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized
capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the
person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Susan A. Scaletti (SEAL)
NOTARY PUBLIC SIGNATURE



OPTIONAL INFORMATION

TITLE OR TYPE OF DOCUMENT _____

DATE OF DOCUMENT _____ NUMBER OF PAGES _____

SIGNER(S) OTHER THAN NAMED ABOVE _____

SCHEDULE 1

Description of Railcars

Number of Units	Manufacturer	Model	Type	Marking
(300) Three Hundred	Trinity	Plate C	118 ton, 3601 cubic foot capacity, non- lined aluminum bodied, covered hopper railcars	CLSX 5500 - 5799